

EXHIBIT 1

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
_____)	

**ORDER GRANTING DEBTORS' MOTION PURSUANT TO BANKRUPTCY RULE
3013 AND BANKRUPTCY CODE SECTION 362(A) FOR A DETERMINATION THAT
(I) GMAC MORTGAGE'S FRB FORECLOSURE REVIEW OBLIGATION IS A
GENERAL UNSECURED CLAIM AND (II) THE AUTOMATIC STAY PREVENTS
ENFORCEMENT OF THE FRB FORECLOSURE REVIEW OBLIGATION**

Upon consideration of the motion (the “**Motion**”)¹ of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**” and each, a “**Debtor**”) for an order determining (i) that, for purposes of any proposed plan, GMAC Mortgage’s obligation to conduct the FRB Foreclosure Review shall be classified as a general unsecured claim in an amount to be determined, and (ii) the automatic stay prevents the FRB and the FDIC from taking any action to enforce such claim against the Debtors; and it appearing that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that venue of these chapter 11 cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this proceeding on the Motion is a core proceeding pursuant to 28 U.S.C. § 157(b); and sufficient notice of the Motion having been given; and it appearing that no other or further notice need be provided; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

other parties in interest; and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED; as set forth herein.
2. For purposes of any plan proposed in the Debtors' chapter 11 cases, the Debtors' FRB Foreclosure Review obligation shall be classified as a general unsecured claim in an amount to be determined at a future date.
3. The automatic stay applies to preclude any action by the FRB, FDIC, or other entity attempting to enforce the FRB Foreclosure Review obligation against the Debtors, other than through a timely proof of claim.
4. This Court shall retain jurisdiction with respect to all matters arising or related to the implementation of this Order.

Dated: March __, 2012
New York, New York

THE HONORABLE MARTIN GLENN
UNITED STATES BANKRUPTCY JUDGE